

ROSS STORES INC
Form 4
March 18, 2016

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
FASSIO JAMES S

(Last) (First) (Middle)

5130 HACIENDA DRIVE

(Street)

DUBLIN, CA 94568

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ROSS STORES INC [ROST]

3. Date of Earliest Transaction
(Month/Day/Year)
03/16/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

President, Chief Dev. Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/16/2016		A		20,677 (1)	A	\$ 0 293,825 D
Common Stock	03/16/2016		F		3,237	D	\$ 58.09 290,588 D
Common Stock	03/16/2016		F		3,498	D	\$ 58.09 287,090 D
Common Stock	03/16/2016		F		2,466	D	\$ 58.09 284,624 D
Common Stock	03/16/2016		F		24,148	D	\$ 58.09 260,476 D

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Common Stock	03/16/2016	G	2,967	D	\$ 0	257,509	D	
Common Stock	03/16/2016	G	3,206	D	\$ 0	254,303	D	
Common Stock	03/16/2016	G	2,260	D	\$ 0	252,043	D	
Common Stock	03/16/2016	G	22,132	D	\$ 0	229,911	D	
Common Stock	03/16/2016	G	2,967	A	\$ 0	498,418	I	by Trust A <u>(2)</u>
Common Stock	03/16/2016	G	3,206	A	\$ 0	501,624	I	by Trust A <u>(2)</u>
Common Stock	03/16/2016	G	2,260	A	\$ 0	503,884	I	by Trust A <u>(2)</u>
Common Stock	03/16/2016	G	22,132	A	\$ 0	526,016	I	by Trust A <u>(2)</u>
Common Stock						129,728	I	by Trust B <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FASSIO JAMES S 5130 HACIENDA DRIVE DUBLIN, CA 94568			President, Chief Dev. Officer	

Signatures

/s/ Ken Jew for James S.
Fassio

03/18/2016

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Shares issued pursuant to settlement of a performance share award under the terms of the 2008 Equity Incentive Plan. Shares become

(1) vested as follows: 6,204 shares vest as of March 16, 2016, 6,204 shares vest as of March 14, 2017, and 8,269 shares vest as of March 12, 2018.

(2) Securities held in the name of James S. Fassio Revocable Trust.

(3) Securities held in the name of James S. Fassio 2012 Dynasty Irrevocable Trust.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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